

**Electronically Filed on  
June 17, 2013**

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Counsel for the Official Committee of  
Unsecured Creditors

# **UNITED STATES BANKRUPTCY COURT**

## **DISTRICT OF NEVADA**

In re:

RODEO CREEK GOLD, INC.,

- ☐ Affects this Debtor
- ☒ Affects all Debtors
- ☐ Affects Antler Peak Gold Inc.
- ☐ Affects Hollister Venture Corporation
- ☐ Affects Touchstone Resources Company

Debtors.

Case No.: 13-50301-MKN

Chapter 11

**MONTHLY INTERIM FEE AND  
EXPENSE STATEMENT OF PACHULSKI  
STANG ZIEHL & JONES LLP, COUNSEL  
TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE  
PERIOD OF MAY 1, 2103 THROUGH  
MAY 31, 2013**

**TO: THE OFFICE OF THE UNITED STATES TRUSTEE, THE DEBTORS AND THEIR  
COUNSEL, AND PARTIES-IN-INTEREST:**

In accordance with the monthly interim fees and expenses statement for the period of May 1,  
2013 through May 31, 2013 (the "Fee Statement"), Pachulski Stang Ziehl & Jones LLP ("PSZJ")  
respectfully represents:

1. PSZJ submits this Monthly Statement pursuant to and in accordance with the *Order*  
(*Amended*) Pursuant to 11 U.S.C. §§ 105(a) and 331, and Fed. R. Bankr. P. 2016, Authorizing and  
Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

[Dkt No. 470] entered May 3, 2013 (the “Interim Compensation Order”<sup>1</sup>) for the purpose of being authorized to receive payment of compensation for services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors (the “Committee”) during the period commencing May 1, 2013 through May 31, 2013 (the “Statement Period”).

2. As set forth in Exhibit 1 hereto, PSZJ incurred professional fees of \$74,771.00 and expenses in the amount of \$5,853.78 during the Statement Period, inclusive of a voluntary write-off of \$6,630.00 of the total fees and expenses incurred.

3. In accordance with the methodology set forth in the Interim Compensation Order, PSZJ seeks allowance and payment of interim compensation for fees incurred during the Statement Period in the amount of \$59,816.80, representing 80% of the total fees for services rendered, plus \$5,853.78, representing 100% of the expenses incurred during the Statement Period for a total award of \$65,670.58.

4. Attached hereto as Exhibit 1 is a detailed list of all services rendered and expenses incurred by PSZJ during the Statement Period. This list is maintained in the ordinary course of PSZJ’s practice and includes a detailed list of all time for which compensation is sought, including the date the services were rendered, the person performing the services, the hourly billing rate of each individual, the nature of the services performed and the time spent on each service. Fed. R. Bankr. P. 2016(a). This Fee Statement was prepared in accordance with the Interim Compensation Order.

5. PSZJ diligently worked to coordinate and facilitate the efficient prosecution of the matters for which it is employed. PSZJ reviews all client billing for reasonableness and makes adjustments to that the charges are consistent with the values of the services provided. PSZJ has charged its standard hourly rates for services rendered for which compensation is sought in this Application.

6. Pursuant to the Interim Compensation Order, PSZJ has served a copy of this Statement via overnight mail on the following parties (the “Notice Parties”):

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

- Sidley Austin LLP, One South Dearborn Street, Chicago, IL 60603, Attn: Michael T. Gustafson, Esq.;
- Maupin, Cox & LeGoy, P.C., 4785 Caughlin Parkway, Reno, NV 89519, Attn: Christopher D. Jaime, Esq.;
- U.S. Trustee of the District of Nevada, C. Clifton Young Federal Building, 300 Booth Street, Room 3009, Reno, NV 89509, Attn: Bill Cossitt, Esq.; and
- Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005, Attn: Dennis C. O'Donnell, Esq.

7. Pursuant to the Interim Compensation Order, Notice Parties shall have ten (10) days after this Monthly Statement is served (the “Objection Period”) to file with the court and serve upon PSZJ and each of the other Notice Parties a written objection (an “Objection”) setting forth the precise nature of the objection and the amount at issue.

8. If no Notice Party serves an Objection within the Objection Period with respect to a Monthly Statement, or if a Notice Party has timely served an Objection during the Objection Period, but the objection asserted herein pertains only to a portion of the fees and expenses requested under the Monthly Statement, the Debtor shall promptly pay eighty percent (80%) of the undisputed fees and one hundred percent (100%) of the undisputed expenses requested in such Monthly Statement. If any Notice Party objects to the Fee Statement by serving an Objection, and such Objection is unable to be resolved consensually between the Professional and the Notice Party, the affected Professional may either (i) file a request with the Court for payment of the difference between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional (the “Incremental Amount”) of (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the objection if requested by the parties.

9. PSZJ acknowledges that the interim payment of compensation and reimbursement of expenses sought in this Monthly Statement does not constitute a request for final allowance of such compensation and reimbursement of expenses. At the conclusion of this case, PSZJ will seek final allowance of the compensation charged and expenses incurred for the entire case, and any interim

1 fees or expenses received during the course of the case will be credited against such finally allowed  
2 fees and expenses.

3 There is no arrangement between PSZJ and any other entity for the sharing of compensation  
4 to be received in connection with this case, except insofar as such compensation may be shared  
5 among the partners, of counsel and associates of PSZJ

6 Dated: June 17, 2013

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Shirley S. Cho

Jeffrey N. Pomerantz (CA Bar No. 143717)

Ira D. Kharasch (CA Bar No. 109084)

Shirley S. Cho (CA Bar No. 192616)

PACHULSKI STANG ZIEHL & JONES LLP

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- and -

Janet L. Chubb (NV Bar No. 176)

Louis M. Bubala III (NV Bar No. 8974)

Gordon R. Goolsby (NV Bar No. 11578)

ARMSTRONG TEASDALE LLP

3770 Howard Hughes Pkwy., Ste. 200

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[lbubala@armstrongteasdale.com](mailto:lbubala@armstrongteasdale.com)

[ggoolsby@armstrongteasdale.com](mailto:ggoolsby@armstrongteasdale.com)

Counsel to the Official Committee of Unsecured Creditors

**CERTIFICATE OF SERVICE**

1. On **June 17, 2013**, I served the following document(s):

**MONTHLY INTERIM FEE AND EXPENSE STATEMENT OF PACHULSKI  
STANG ZIEHL & JONES LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD OF MAY 1, 2013 THROUGH MAY 31,  
2013, WITH CERTIFICATE OF SERVICE**

2. I served the above-named document(s) by the following means to the persons as listed below:

☒ **ECF System** (attach the "Notice of Electronic Filing" or list all persons and addresses):

GREG ADDINGTON on behalf of Creditor UNITED STATES  
[greg.addington@usdoj.gov](mailto:greg.addington@usdoj.gov)

RYAN A. ANDERSEN on behalf of Creditor FRANCO-NEVADA U.S. CORPORATION  
[RANDERSEN@LIONELSAWYER.COM](mailto:RANDERSEN@LIONELSAWYER.COM),  
[bklsclv@lionelsawyer.com](mailto:bklsclv@lionelsawyer.com); [kwallace@lionelsawyer.com](mailto:kwallace@lionelsawyer.com)

SALLIE B ARMSTRONG on behalf of Creditor CREDIT SUISSE AG  
[sarmstrong@downeybrand.com](mailto:sarmstrong@downeybrand.com), [reno@downeybrand.com](mailto:reno@downeybrand.com)

BRETT A. AXELROD on behalf of Interested Party THE AD HOC CONSORTIUM OF  
HOLDERS OF GREAT BASIN GOLD LTD 8.0% CONVERTIBLE DEBENTURES  
[baxelrod@foxrothschild.com](mailto:baxelrod@foxrothschild.com), [pkois@foxrothschild.com](mailto:pkois@foxrothschild.com); [ldupree@foxrothschild.com](mailto:ldupree@foxrothschild.com)

WILLIAM R. BALDIGA on behalf of Interested Party THE AD HOC CONSORTIUM OF  
HOLDERS OF GREAT BASIN GOLD LTD 8.0% CONVERTIBLE DEBENTURES  
[wbaldiga@brownrudnick.com](mailto:wbaldiga@brownrudnick.com),  
[cennis@brownrudnick.com](mailto:cennis@brownrudnick.com); [jconte@brownrudnick.com](mailto:jconte@brownrudnick.com); [jstorz@brownrudnick.com](mailto:jstorz@brownrudnick.com)

JEDEDIAH R. BODGER on behalf of Creditor STATE OF NEVADA DEPARTMENT OF  
TAXATION  
[jbodger@ag.nv.gov](mailto:jbodger@ag.nv.gov), [mcwilson@ag.nv.gov](mailto:mcwilson@ag.nv.gov)

LOUIS M. BUBALA, III on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS  
[lbubala@armstrongteasdale.com](mailto:lbubala@armstrongteasdale.com), [bsalinas@armstrongteasdale.com](mailto:bsalinas@armstrongteasdale.com)

M. KATIE BURGESS on behalf of Creditor UNITED STATES  
[burgess.katie@pbgc.gov](mailto:burgess.katie@pbgc.gov)

D. ROB BURRIS on behalf of Creditor HANLON ENGINEERING & ARCHITECTURE, INC.  
[rburris@mmgm-law.com](mailto:rburris@mmgm-law.com)

1 SHIRLEY S. CHO on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
2 UNSECURED CREDITORS  
3 [scho@pszjlaw.com](mailto:scho@pszjlaw.com)

4 DAWN M. CICA on behalf of Creditor SAN JUAN DRILLING INC.  
5 [dcica@lrlaw.com](mailto:dcica@lrlaw.com), [mschoeni@lrlaw.com](mailto:mschoeni@lrlaw.com); [bankruptcynotices@lrlaw.com](mailto:bankruptcynotices@lrlaw.com); [sgrata@lrlaw.com](mailto:sgrata@lrlaw.com)

6 LAUREL E. DAVIS on behalf of Creditor SANDVIK MINING AND CONSTRUCTION USA,  
7 LLC.  
8 [ldavis@fclaw.com](mailto:ldavis@fclaw.com), [mhurtado@fclaw.com](mailto:mhurtado@fclaw.com)

9 J CRAIG DEMETRAS on behalf of Creditor FINLEY RIVER, LLC  
10 [mail@demetras-oneill.com](mailto:mail@demetras-oneill.com), [jar@demetras-oneill.com](mailto:jar@demetras-oneill.com); [mdh@demetras-oneill.com](mailto:mdh@demetras-oneill.com)

11 J CRAIG DEMETRAS on behalf of Creditor HI-TECH EXPLORATION, LTD  
12 [mail@demetras-oneill.com](mailto:mail@demetras-oneill.com), [jar@demetras-oneill.com](mailto:jar@demetras-oneill.com); [mdh@demetras-oneill.com](mailto:mdh@demetras-oneill.com)

13 J CRAIG DEMETRAS on behalf of Creditor HILLCREST MINING COMPANY, LLC  
14 [mail@demetras-oneill.com](mailto:mail@demetras-oneill.com), [jar@demetras-oneill.com](mailto:jar@demetras-oneill.com); [mdh@demetras-oneill.com](mailto:mdh@demetras-oneill.com)

15 JEFFREY A DICKERSON on behalf of Plaintiff CARLOS M BRAUN  
16 [jeff@gbis.com](mailto:jeff@gbis.com)

17 CARLOS A. GONZALEZ on behalf of Creditor UNITED STATES  
18 [carlos.gonzalez2@usdoj.gov](mailto:carlos.gonzalez2@usdoj.gov),  
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20 REW R. GOODENOW on behalf of Interested Party WATERTON NEVADA HOLDINGS, LLC  
21 [ecf@parsonsbehle.com](mailto:ecf@parsonsbehle.com)

22 GORDON R. GOOLSBY on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
23 UNSECURED CREDITORS  
24 [ggoolsby@armstrongteasdale.com](mailto:ggoolsby@armstrongteasdale.com), [bsalinas@armstrongteasdale.com](mailto:bsalinas@armstrongteasdale.com)

25 JOHN H. GUTKE on behalf of Interested Party THE AD HOC CONSORTIUM OF HOLDERS OF  
26 GREAT BASIN GOLD LTD 8.0% CONVERTIBLE DEBENTURES  
27 [jgutke@foxrothschild.com](mailto:jgutke@foxrothschild.com),  
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CHRISTOPHER D JAIME on behalf of Debtor ANTLER PEAK GOLD INC.  
[cjaime@mclrenolaw.com](mailto:cjaime@mclrenolaw.com), [kbernhardt@mclrenolaw.com](mailto:kbernhardt@mclrenolaw.com)

CHRISTOPHER D JAIME on behalf of Debtor HOLLISTER VENTURE CORP.  
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CHRISTOPHER D JAIME on behalf of Debtor RODEO CREEK GOLD INC.  
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CHRISTOPHER D JAIME on behalf of Debtor TOUCHSTONE RESOURCES COMPANY  
[cjaime@mclrenolaw.com](mailto:cjaime@mclrenolaw.com), [kbernhardt@mclrenolaw.com](mailto:kbernhardt@mclrenolaw.com)

1 CASSANDRA P. JOSEPH on behalf of Creditor STATE OF NEVADA DIVISION OF  
2 ENVIRONMENT

3 [cjoseph@ag.nv.gov](mailto:cjoseph@ag.nv.gov), [rhooper@ag.nv.gov](mailto:rhooper@ag.nv.gov)

4 IRA D KHARASCH on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
5 UNSECURED CREDITORS

6 [ikharasch@pszjlaw.com](mailto:ikharasch@pszjlaw.com)

7 ROBERT R. KINAS on behalf of Creditor CATERPILLAR FINANCIAL SERVICES  
8 CORPORATION

9 [rkinas@swlaw.com](mailto:rkinas@swlaw.com),

10 [jmath@swlaw.com](mailto:jmath@swlaw.com); [mfull@swlaw.com](mailto:mfull@swlaw.com); [bgriffith@swlaw.com](mailto:bgriffith@swlaw.com); [nunzueta@swlaw.com](mailto:nunzueta@swlaw.com); [docket\\_las@swlaw.com](mailto:docket_las@swlaw.com); [cgianelloni@swlaw.com](mailto:cgianelloni@swlaw.com); [nkanute@swlaw.com](mailto:nkanute@swlaw.com)

11 JENNIFER R LLOYD on behalf of Creditor Cashman Equipment Company

12 [JLLOYD@PEZZILLOLLOYD.COM](mailto:JLLOYD@PEZZILLOLLOYD.COM), [MMASKAS@PEZZILLOLLOYD.COM](mailto:MMASKAS@PEZZILLOLLOYD.COM)

13 JEANETTE E. MCPHERSON on behalf of Creditor PROMETHEUS ENERGY

14 [bkfilings@s-mlaw.com](mailto:bkfilings@s-mlaw.com)

15 JASMINE K. MEHTA on behalf of Creditor STATE OF NEVADA DIVISION OF  
16 ENVIRONMENT

17 [hcooney@ag.nv.gov](mailto:hcooney@ag.nv.gov)

18 JOHN F MURTHA on behalf of Creditor NV ENERGY, INC.

19 [jmurtha@woodburnandwedge.com](mailto:jmurtha@woodburnandwedge.com)

20 JEFFREY N. POMERANTZ on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
21 UNSECURED CREDITORS

22 [jpomerantz@pszjlaw.com](mailto:jpomerantz@pszjlaw.com)

23 BRIAN D. SHAPIRO on behalf of Creditor HAYCOCK PETROLEUM COMPANY

24 [bshapiro@brianshapirolaw.com](mailto:bshapiro@brianshapirolaw.com),

25 [ecf@brianshapirolaw.com](mailto:ecf@brianshapirolaw.com); [brianshapiroesq@yahoo.com](mailto:brianshapiroesq@yahoo.com); [bshapiro@brianshapirolaw.com](mailto:bshapiro@brianshapirolaw.com); [candice@brianshapirolaw.com](mailto:candice@brianshapirolaw.com); [carolyn@brianshapirolaw.com](mailto:carolyn@brianshapirolaw.com)

26 BRIAN D. SHAPIRO on behalf of Creditor THOMAS PETROLEUM, L.L.C.

27 [bshapiro@brianshapirolaw.com](mailto:bshapiro@brianshapirolaw.com),

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JENNIFER A. SMITH on behalf of Creditor FRANCO-NEVADA U.S. CORPORATION

[cobrien@lionelsawyer.com](mailto:cobrien@lionelsawyer.com), [bklsr@lionelsawyer.com](mailto:bklsr@lionelsawyer.com)

JEFFREY R. SYLVESTER on behalf of Creditor AGGREKO, LLC

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U.S. TRUSTEE - RN - 11  
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RYAN J. WORKS on behalf of Creditor Q & D CONSTRUCTION, INC.  
[rworks@mcdonaldcarano.com](mailto:rworks@mcdonaldcarano.com), [kbarrett@mcdonaldcarano.com](mailto:kbarrett@mcdonaldcarano.com), [bgrubb@mcdonaldcarano.com](mailto:bgrubb@mcdonaldcarano.com)

MATTHEW C. ZIRZOW on behalf of Attorney DICKINSON WRIGHT/ MARISCAL WEEKS  
[bankruptcynotices@gordonsilver.com](mailto:bankruptcynotices@gordonsilver.com),  
[susan@lzlawnv.com](mailto:susan@lzlawnv.com); [anna@lzlawnv.com](mailto:anna@lzlawnv.com); [carey@lzlawnv.com](mailto:carey@lzlawnv.com)

MATTHEW C. ZIRZOW on behalf of Creditor REDBURN TIRE COMPANY  
[bankruptcynotices@gordonsilver.com](mailto:bankruptcynotices@gordonsilver.com),  
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X b. **Via Overnight Mail** (list persons and addresses):

Sidley Austin LLP  
Attn: Michael T. Gustafson, Esq  
One South Dearborn Street  
Chicago, IL 60603

Maupin, Cox & LeGoy, P.C.  
Attn: Christopher D. Jaime, Esq  
4785 Caughlin Parkway  
Reno, NV 89519

U.S. Trustee of the District of Nevada  
Attn: Bill Cossitt, Esq  
C. Clifton Young Federal Building  
300 Booth Street, Room 3009  
Reno, NV 89509

Milbank, Tweed, Hadley & McCloy LLP  
Attn: Dennis C. O'Donnell, Esq.  
One Chase Manhattan Plaza  
New York, NY 10005

d. **By direct email (as opposed to through the ECF System)** (list persons and email addresses):

I declare under penalty of perjury that the foregoing is true and correct.

DATED this 17<sup>th</sup> day of June, 2013.

Barbara Salinas  
Name

/s/ Barbara Salinas  
Signature



## **EXHIBIT 1**

**PACHULSKI STANG ZIEHL & JONES LLP**

10100 Santa Monica Boulevard  
13th Floor  
Los Angeles, CA 90067

May 31, 2013

Invoice Number **102838**      **75293 00002**      **JNP**

JNP

|   |                    |
|---|--------------------|
| Balance forward as of last invoice, dated: April 30, 2013 | \$412,358.42       |
| A/R Adjustments   | -\$174.02          |
| Net balance forward                                       | <hr/> \$412,184.40 |

Re: Committee Representation

**Statement of Professional Services Rendered Through**

**05/31/2013**

|          |                                 |   | <b>Hours</b> | <b>Rate</b> | <b>Amount</b> |
|----------|---------------------------------|---|--------------|-------------|---------------|
|          | <b>Asset Disposition [B130]</b> |   |              |             |               |
| 05/01/13 | JMF                             | Review brief re sale.   | 0.40         | 695.00      | \$278.00      |
| 05/01/13 | IDK                             | Review briefly debtor's brief in support of sale re hearing tomorrow and new objection of San Juan drilling.          | 0.40         | 915.00      | \$366.00      |
| 05/01/13 | JNP                             | Review pleadings for hearing.   | 1.00         | 850.00      | \$850.00      |
| 05/01/13 | JNP                             | Review revised sale order.  | 0.20         | 850.00      | \$170.00      |
| 05/01/13 | SSC                             | Review revised sale order – file version.   | 0.10         | 695.00      | \$69.50       |
| 05/01/13 | SSC                             | Telephone conference with Creelman re sale status.  | 0.20         | 695.00      | \$139.00      |
| 05/02/13 | JNP                             | Meeting with T. Labuda, D. Odonnell and J. Boelter regarding potential disposition of case.                           | 1.00         | 850.00      | \$850.00      |
| 05/02/13 | JNP                             | Conference with counsel for Sandvik regarding issues relating to sale.  | 0.30         | 850.00      | \$255.00      |
| 05/02/13 | JNP                             | Review language resolving objection to San Juan.  | 0.10         | 850.00      | \$85.00       |
| 05/02/13 | SSC                             | Review San Juan objection.  | 0.10         | 695.00      | \$69.50       |
| 05/02/13 | SSC                             | Telephone conference with D. Cica re San Juan objection.  | 0.40         | 695.00      | \$278.00      |
| 05/02/13 | SSC                             | Telephone conference with D. O'Donnell re San Juan objection.   | 0.20         | 695.00      | \$139.00      |
| 05/02/13 | SSC                             | Telephone conference with D. Cica re San Juan objection.  | 0.20         | 695.00      | \$139.00      |
| 05/02/13 | SSC                             | Telephone conference with D. O'Donnell re San Juan objection.   | 0.10         | 695.00      | \$69.50       |
| 05/02/13 | SSC                             | Telephone conference with D. Cica re sale order resolution.   | 0.20         | 695.00      | \$139.00      |
| 05/03/13 | IDK                             | E-mails with debtor's counsel on Redburn Tire concerns on sale order and priority issues (.2).                        | 0.20         | 915.00      | \$183.00      |
| 05/03/13 | JNP                             | Participate in sale hearing.  | 2.80         | 850.00      | \$2,380.00    |
| 05/03/13 | IDK                             | E-mails with debtor co-counsels and others re revised sale order as a result of court hearing, including my review of | 0.60         | 915.00      | \$549.00      |

Invoice number 102838

75293 00002

Page 2

|          |     |  |      |        |            |
|----------|-----|--|------|--------|------------|
|          |     | same (.4); E-mails with S. Cho re same and her correspondence with committee re sale (.2).   |      |        |            |
| 05/03/13 | SSC | Telephone conference with J. Pomerantz re sale status.   | 0.10 | 695.00 | \$69.50    |
| 05/03/13 | SSC | Review revised sale order.   | 0.20 | 695.00 | \$139.00   |
| 05/03/13 | IDK | E-mails and telephone conferences with J. Pomerantz re correspondence with Debtor and lender re overall case resolution and consider.  | 0.20 | 915.00 | \$183.00   |
| 05/06/13 | SSC | Telephone conference with J. Chubb re status.  | 0.20 | 695.00 | \$139.00   |
| 05/07/13 | JNP | Review analysis of sources and use of sale proceeds.   | 0.20 | 850.00 | \$170.00   |
| 05/08/13 | JNP | Conference with G. Berman regarding potential assignment for the benefit of creditors and related issues.  | 0.30 | 850.00 | \$255.00   |
| 05/08/13 | JNP | Conference with T. Labuda and Ira D. Kharasch regarding call with D. Odonnell regarding exit strategies.   | 0.50 | 850.00 | \$425.00   |
| 05/08/13 | JNP | Conference with J. Boelter, T. Labuda, Ira D. Kharasch and D. Odonnell regarding exit strategies.  | 0.90 | 850.00 | \$765.00   |
| 05/08/13 | JNP | Conference with Ira D. Kharasch regarding ABC issues.  | 0.10 | 850.00 | \$85.00    |
| 05/09/13 | JNP | Conference with T. Labuda and Ira D. Kharasch regarding preparation for call with D. Odonnell.   | 0.60 | 850.00 | \$510.00   |
| 05/09/13 | JNP | Conference with G. Berman regarding ABC issues (.40); Follow up with Ira D. Kharasch regarding same (.20).   | 0.60 | 850.00 | \$510.00   |
| 05/09/13 | JNP | Conference with Sidley, Ira D. Kharasch and D. Odonnell regarding ways to end case.  | 1.00 | 850.00 | \$850.00   |
| 05/10/13 | JNP | Calls with Sidley (.80); Follow up with Ira D. Kharasch regarding status and issues (.20).   | 1.00 | 850.00 | \$850.00   |
| 05/13/13 | IDK | E-mails and telephone conference with J. Pomerantz for pre-call on our concerns re Milbank changes to stipulation and related side letter on inventory re buyer (.5); Review and consider same side letter (.2).   | 0.70 | 915.00 | \$640.50   |
| 05/13/13 | JNP | Conference with Ira D. Kharasch regarding status and issues (2x).  | 0.90 | 850.00 | \$765.00   |
| 05/13/13 | JNP | Conference with J. Boelter, T. Labuda and Ira D. Kharasch regarding issues with Credit Suisse and related.   | 1.00 | 850.00 | \$850.00   |
| 05/13/13 | JNP | Review proposed side letter and stipulation with Credit Suisse.  | 0.20 | 850.00 | \$170.00   |
| 05/13/13 | JNP | Conference with J.Boelter and Ira D. Kharasch regarding call with D. Odonnell.   | 0.40 | 850.00 | \$340.00   |
| 05/13/13 | JNP | Conference with D. Odonnell and Ira D. Kharasch regarding sale status.   | 0.40 | 850.00 | \$340.00   |
| 05/13/13 | JNP | Email exchange B. Creelman regarding status of sale closing.   | 0.10 | 850.00 | \$85.00    |
| 05/13/13 | IDK | Attend conference call with debtor's counsel re our concerns over lender mark-up of stipulation re funding full DIP and issues on side letter re inventory and how case gets resolved in either structured dismissal or conversion.  | 1.00 | 915.00 | \$915.00   |
| 05/13/13 | IDK | E-mails and telephone conferences with J. Pomerantz re our call with debtor re stipulation re DIP order and inventory side letter (.5); E-mails with lender and J. Pomerantz re coordination of call re same (.2); Attend conference call with lender re inventory issues and APA (.4); Telephone J. Pomerantz re same and APA provisions (.4); E-mails and telephone conference with Debtor | 2.00 | 915.00 | \$1,830.00 |

Invoice number 102838

75293 00002

Page 3

|          |     |  |      |        |          |
|----------|-----|--|------|--------|----------|
|          |     | counsel re result of lender call (.4); Telephone conference with J. Pomerantz re same (.1).  |      |        |          |
| 05/14/13 | IDK | E-mails with BDO, others re CIBC concerns on sale closing and our position vs lender (.2); E-mails with attorneys re lender and result of sale in South Africa (.1).   | 0.30 | 915.00 | \$274.50 |
| 05/14/13 | JNP | Calls with J. Boelter (2x) regarding sale and Credit Suisse issues.  | 0.60 | 850.00 | \$510.00 |
| 05/14/13 | IDK | E-mails and telephone conference with J. Pomerantz re lender's new position on stipulation re DIP funding and sale proceeds (.2); E-mails with J. Pomerantz later re lender's counsel's message demanding waiver of rights by committee to contend lender must fund over \$9 million capital (.2). | 0.40 | 915.00 | \$366.00 |
| 05/15/13 | JNP | Two calls with Ira D. Kharasch and D. Odonnell regarding status.   | 0.50 | 850.00 | \$425.00 |
| 05/15/13 | JNP | Two calls with T. Labuda regarding status.   | 0.50 | 850.00 | \$425.00 |
| 05/15/13 | JNP | Conference with Ira D. Kharasch regarding issues and strategy regarding issues with Credit Suisse.   | 0.50 | 850.00 | \$425.00 |
| 05/16/13 | IDK | E-mails with debtor re its revised side letter re inventory.   | 0.20 | 915.00 | \$183.00 |
| 05/17/13 | IDK | E-mails with debtor's counsel re draft of NPI agreement from Waterton and closing, and review draft (.3); E-mails with debtor counsel, others on revised side letter in inventory adjustment (.2).   | 0.50 | 915.00 | \$457.50 |
| 05/17/13 | JNP | Review and comment on side letter regarding inventory sale.  | 0.20 | 850.00 | \$170.00 |
| 05/17/13 | JNP | Email to creditor regarding closing status.  | 0.10 | 850.00 | \$85.00  |
| 05/17/13 | JNP | Conference with G. Berman regarding ABC.   | 0.20 | 850.00 | \$170.00 |
| 05/17/13 | JNP | Email exchange with T. Labuda regarding ABC.   | 0.10 | 850.00 | \$85.00  |
| 05/17/13 | IDK | E-mails with debtor and others re structured dismissal with ABC.   | 0.20 | 915.00 | \$183.00 |
| 05/20/13 | IDK | Office conference with J. Pomerantz re status of sale (.1); E-mails with Committee, Debtor re status of same and Waterton side letter.   | 0.40 | 915.00 | \$366.00 |
| 05/20/13 | IDK | E-mails with debtor re next draft of side letter re inventory and review.  | 0.20 | 915.00 | \$183.00 |
| 05/20/13 | JNP | Emails regarding sale closing.   | 0.10 | 850.00 | \$85.00  |
| 05/20/13 | JNP | Conference with Ira D. Kharasch regarding status.  | 0.20 | 850.00 | \$170.00 |
| 05/20/13 | JNP | Emails regarding Waterton closing issue.   | 0.10 | 850.00 | \$85.00  |
| 05/20/13 | SSC | Analysis re status of sale closing.  | 0.10 | 695.00 | \$69.50  |
| 05/20/13 | IDK | E-mails with debtor and J. Pomerantz re need for call on next steps after sale closing and coordinate.   | 0.10 | 915.00 | \$91.50  |
| 05/21/13 | IDK | E-mails with debtor and J. Pomerantz re RK receivable determination (.1).  | 0.10 | 915.00 | \$91.50  |
| 05/21/13 | JNP | Conference with Tom Labuda, Jessica Boelter and Ira D. Kharasch regarding sale closing and exit strategy.  | 0.60 | 850.00 | \$510.00 |
| 05/21/13 | IDK | E-mails and telephone conference with debtor counsel re next steps in case post-sale re structured dismissal and need for number on administrative claims and wind down costs (.7);  | 0.70 | 915.00 | \$640.50 |
| 05/22/13 | JNP | Conference with G. Berman regarding ABC status.  | 0.10 | 850.00 | \$85.00  |

**Invoice number 102838**

75293 00002

**Page 4**

|          |     |   |      |        |            |
|----------|-----|---|------|--------|------------|
| 05/24/13 | JNP | Conference with B. Creelman regarding status.   | 0.10 | 850.00 | \$85.00    |
| 05/28/13 | SSC | Review correspondence re call on exit options.  | 0.10 | 695.00 | \$69.50    |
| 05/28/13 | IDK | E-mails yesterday and today with debtor and J. Pomerantz re issues on structured dismissal and "ABC" to effectuate and coordinate call with Berman re same.   | 0.20 | 915.00 | \$183.00   |
| 05/29/13 | JNP | Conference with G. Berman, M. Kang, T. Labuda and Ira D. Kharasch regarding resolution of case and various options.   | 0.50 | 850.00 | \$425.00   |
| 05/29/13 | SSC | Meet and confer with I. Kharasch re dismissal options.  | 0.10 | 695.00 | \$69.50    |
| 05/29/13 | SSC | Analysis re structured dismissal options.   | 0.50 | 695.00 | \$347.50   |
| 05/29/13 | IDK | E-mails with debtor, G. Berman re upcoming call on structured dismissal issues (.2); Attend conference call with debtor, G. Berman, Alvarez, J. Pomerantz re same and wind down costs and tasks, claims reconciliation (1.0); Office conference and e-mail with S. Cho re need for sample structured dismissal order (.30).   | 1.50 | 915.00 | \$1,372.50 |
| 05/29/13 | IDK | E-mails with debtor, G. Berman re the debtor's estimates on wind down costs and responses of G. Berman and J. Pomerantz re same.  | 0.30 | 915.00 | \$274.50   |
| 05/30/13 | IDK | E-mails with Debtor, Berman and J. Pomerantz re status of structured dismissal motion and further issues on estimated costs of wind down, including issue and cost of claims objection process, time of corporate dissolution process, DIP order (.3); Telephone conferences with Debtor's counsel re same and need for cushion in wind-down budget (.3); E-mails with Berman re issue on estimates for tax returns and wind-down (.3). | 0.90 | 915.00 | \$823.50   |
| 05/30/13 | IDK | E-mails with Berman and J. Pomerantz re issue of costs for claims objection and DIP language and consider.  | 0.20 | 915.00 | \$183.00   |
| 05/31/13 | IDK | E-mails and telephone conference with debtor's counsel re issues on structured dismissal and budget wind down (.3); E-mails with debtor re its updated sources and uses analysis and brief review and resume of Kevin Collins to be CRO (.4); E-mails to debtor re form of structured dismissal order (.4); Telephone J. Pomerantz re same and status (.2).   | 1.30 | 915.00 | \$1,189.50 |

**Task Code Total****33.80****\$29,053.00****Bankruptcy Litigation [L430]**

|          |     |   |      |        |            |
|----------|-----|---|------|--------|------------|
| 05/02/13 | IDK | Telephone conferences with J. Pomerantz re upcoming hearing today (.2); Telephone conferences with court call for same (.1); Telephone conferences and e-mails with S Cho and Gordon re coordination for today's hearing (.2); Telephone conference with J. Pomerantz re status of objection of San Juan drilling (.1); Telephone conferences and office conference with S. Cho re same for today's hearing and her call with San Juan drilling (.3). | 0.90 | 915.00 | \$823.50   |
| 05/03/13 | IDK | Telephone conference and e-mails with court call and local counsel re coordination of today's continued hearing (.2); Attend court hearing telephonically, mostly regarding sale (.9).  | 1.10 | 915.00 | \$1,006.50 |

**Invoice number 102838**

75293 00002

**Page 5**

|          |     |   |      |        |          |
|----------|-----|---|------|--------|----------|
| 05/22/13 | SSC | Meet and confer with J. Pomerantz re status.                        | 0.20 | 695.00 | \$139.00 |
| 05/28/13 | IDK | E-mails to attorneys re 6/6 hearing and agenda and coordinate same. | 0.20 | 915.00 | \$183.00 |

**Task Code Total****2.40****\$2,152.00****Case Administration [B110]**

|          |     |  |      |        |          |
|----------|-----|--|------|--------|----------|
| 05/06/13 | PJJ | Review docket for critical dates.                                      | 0.10 | 295.00 | \$29.50  |
| 05/15/13 | SSC | Meet and confer with J. Pomerantz re status of case.                   | 0.20 | 695.00 | \$139.00 |
| 05/28/13 | PJJ | Update critical dates memo.  | 0.20 | 295.00 | \$59.00  |
| 05/28/13 | SSC | Review critical dates and correspond with Pomerantz re upcoming dates. | 0.10 | 695.00 | \$69.50  |
| 05/31/13 | JNP | Conference with Ira D. Kharasch regarding status.                      | 0.20 | 850.00 | \$170.00 |

**Task Code Total****0.80****\$467.00****Claims Admin/Objections[B310]**

|          |     |   |      |        |          |
|----------|-----|---|------|--------|----------|
| 05/14/13 | JNP | Review list of administrative claims.   | 0.10 | 850.00 | \$85.00  |
| 05/17/13 | IDK | E-mails with counsels for debtor, lender re San Juan claim, how to approach San Juan and issues on weaknesses of its claim.   | 0.30 | 915.00 | \$274.50 |
| 05/17/13 | SSC | Analysis re San Juan claim.   | 0.50 | 695.00 | \$347.50 |
| 05/17/13 | SSC | Telephone conference with D. O'Donnell and T. Labuda re San Juan claim.   | 0.40 | 695.00 | \$278.00 |
| 05/20/13 | JNP | Conference with Shirley S. Cho regarding San Juan; Review emails regarding same.  | 0.20 | 850.00 | \$170.00 |
| 05/20/13 | SSC | Telephone conference with Jeff Pomerantz regarding San Juan claim.  | 0.20 | 695.00 | \$139.00 |
| 05/20/13 | SSC | Meet and confer with D. Cica regarding San Juan claim and settlement.   | 0.50 | 695.00 | \$347.50 |
| 05/20/13 | SSC | Telephone conference with Jeff Pomerantz re San Juan claim.   | 0.20 | 695.00 | \$139.00 |
| 05/21/13 | IDK | E-mails with S. Cho, lender and debtor re need to delay call with San Juan on its alleged lien on administrative claims (.2). | 0.20 | 915.00 | \$183.00 |
| 05/21/13 | JNP | Conference with Shirley S. Cho regarding discussions with D. Cica regarding San Juan.   | 0.20 | 850.00 | \$170.00 |
| 05/21/13 | SSC | Correspond with Labuda re San Juan settlement call.   | 0.10 | 695.00 | \$69.50  |
| 05/21/13 | SSC | Correspond with D. Cica re San Juan settlement call.  | 0.10 | 695.00 | \$69.50  |
| 05/21/13 | SSC | Telephone conference with J. Pomerantz re San Juan settlement call.   | 0.10 | 695.00 | \$69.50  |
| 05/21/13 | SSC | Telephone conference with D. Cica re San Juan settlement conference.  | 0.10 | 695.00 | \$69.50  |
| 05/22/13 | JNP | Conference with Shirley S. Cho regarding settlement discussions with D. Cica regarding San Juan.                              | 0.10 | 850.00 | \$85.00  |

**Invoice number 102838**

75293 00002

**Page 6**

|                        |     |   |             |        |                   |
|------------------------|-----|---|-------------|--------|-------------------|
| 05/28/13               | IDK | E-mails with attorneys re inter-company claims and deadline in Canadian DIP re same and consider.   | 0.20        | 915.00 | \$183.00          |
| 05/29/13               | IDK | E-mails with debtor re need for claims data and brief review of same (.3); E-mails with attorneys re same (.1); E-mails and office conference with S. Cho re same and amount of cures that reduced pool (.2). | 0.60        | 915.00 | \$549.00          |
| 05/29/13               | SSC | Review and analysis of claims file from T. Labuda.  | 0.70        | 695.00 | \$486.50          |
| 05/29/13               | SSC | Correspond with I. Kharasch re general unsecured claims pool.   | 0.10        | 695.00 | \$69.50           |
| 05/30/13               | IDK | E-mails with Debtor's counsel re issue of inter-company claims and lender ability to influence same, and how to handle in structured dismissal motion.  | 0.30        | 915.00 | \$274.50          |
| <b>Task Code Total</b> |     |   | <b>5.20</b> |        | <b>\$4,059.00</b> |

**Compensation Prof. [B160]**

|                        |     |  |             |        |                   |
|------------------------|-----|--|-------------|--------|-------------------|
| 05/03/13               | SSC | Correspond with Committee professionals re fee applications.   | 0.10        | 695.00 | \$69.50           |
| 05/06/13               | IDK | E-mails with attorneys re fee application procedure and timing.                                      | 0.10        | 915.00 | \$91.50           |
| 05/06/13               | JNP | Review of bill and edit.   | 0.50        | 850.00 | \$425.00          |
| 05/07/13               | PJJ | Prepare first monthly fee statement.   | 0.70        | 295.00 | \$206.50          |
| 05/09/13               | SSC | Review and revise monthly fee application.   | 0.50        | 695.00 | \$347.50          |
| 05/09/13               | PJJ | Revise first monthly fee statement.  | 0.20        | 295.00 | \$59.00           |
| 05/14/13               | SSC | Review and revise first monthly fee statement.   | 1.70        | 695.00 | \$1,181.50        |
| 05/15/13               | SSC | Correspond with L. Bubula re status of fee application.  | 0.10        | 695.00 | \$69.50           |
| 05/15/13               | SSC | Correspond with P. Jeffries re PSZJ fee application status.  | 0.10        | 695.00 | \$69.50           |
| 05/15/13               | PJJ | Review billing edits and prepare first monthly fee statement.  | 2.10        | 295.00 | \$619.50          |
| 05/15/13               | PJJ | Revise first monthly fee statement.  | 0.30        | 295.00 | \$88.50           |
| 05/16/13               | SSC | Review and revise PSZJ monthly fee statement.  | 0.50        | 695.00 | \$347.50          |
| 05/16/13               | PJJ | Revise billing statement and monthly fee statement (.3); Prepare certificate of service re same (.7) | 1.00        | 295.00 | \$295.00          |
| 05/16/13               | PJJ | Prepare monthly fee statement for service and filing.  | 0.30        | 295.00 | \$88.50           |
| 05/17/13               | JNP | Emails regarding fee application.  | 0.10        | 850.00 | \$85.00           |
| <b>Task Code Total</b> |     |  | <b>8.30</b> |        | <b>\$4,043.50</b> |

**Comp. of Prof./Others**

|          |     |  |      |        |          |
|----------|-----|--|------|--------|----------|
| 05/03/13 | SSC | Correspond with Committee professionals re retention orders. | 0.10 | 695.00 | \$69.50  |
| 05/14/13 | SSC | Correspond with BDO re final fee statement.                  | 0.10 | 695.00 | \$69.50  |
| 05/15/13 | SSC | Correspond with BDO re status of fee application.            | 0.10 | 695.00 | \$69.50  |
| 05/16/13 | SSC | Correspond with L. Bubula re A&T fee application issues.     | 0.10 | 695.00 | \$69.50  |
| 05/16/13 | SSC | Review and analysis re BDO fee application.                  | 0.50 | 695.00 | \$347.50 |

**Invoice number 102838**

75293 00002

**Page 7**

|                        |     |   |             |        |                   |
|------------------------|-----|---|-------------|--------|-------------------|
| 05/16/13               | SSC | Telephone conference with K. Matson re BDO fee application. | 0.10        | 695.00 | \$69.50           |
| 05/16/13               | SSC | Correspond with K. Matson re BDO fee application revisions. | 0.10        | 695.00 | \$69.50           |
| 05/16/13               | SSC | Review revised BDO fee application.                         | 0.10        | 695.00 | \$69.50           |
| 05/16/13               | SSC | Review Armstrong & Teasdale fee application.                | 0.80        | 695.00 | \$556.00          |
| 05/16/13               | SSC | Correspond with L. Bubula re A&T fee application.           | 0.10        | 695.00 | \$69.50           |
| <b>Task Code Total</b> |     |   | <b>2.10</b> |        | <b>\$1,459.50</b> |

**Executory Contracts [B185]**

|                        |     |   |             |        |                   |
|------------------------|-----|---|-------------|--------|-------------------|
| 05/21/13               | IDK | E-mails with debtor and others re its anticipated rejection motion.       | 0.20        | 915.00 | \$183.00          |
| 05/21/13               | JNP | Review contract rejection motion and emails regarding same.               | 0.30        | 850.00 | \$255.00          |
| 05/22/13               | IDK | E-mails with J. Pomerantz and debtor re rejection and insurance concerns. | 0.10        | 915.00 | \$91.50           |
| 05/22/13               | JNP | Emails regarding executory contract rejection motion.                     | 0.10        | 850.00 | \$85.00           |
| 05/22/13               | SSC | Analysis re rejection motion filed.                                       | 0.20        | 695.00 | \$139.00          |
| 05/22/13               | SSC | Review correspondence re rejection motion from M. Martinez.               | 0.10        | 695.00 | \$69.50           |
| 05/29/13               | IDK | E-mails with attorneys re 6/6 hearing and rejection motion.               | 0.20        | 915.00 | \$183.00          |
| <b>Task Code Total</b> |     |   | <b>1.20</b> |        | <b>\$1,006.00</b> |

**Financial Filings [B110]**

|                        |     |   |             |        |                 |
|------------------------|-----|---|-------------|--------|-----------------|
| 05/06/13               | SSC | Correspond with U.S. Trustee re reporting requirements. | 0.10        | 695.00 | \$69.50         |
| 05/21/13               | IDK | E-mails with BDO re MOR.                                | 0.10        | 915.00 | \$91.50         |
| <b>Task Code Total</b> |     |   | <b>0.20</b> |        | <b>\$161.00</b> |

**Financing [B230]**

|          |     |  |      |        |          |
|----------|-----|--|------|--------|----------|
| 05/03/13 | IDK | E-mails with debtor's counsel on 5/5 with correspondence between lender and company on lender disputes on DIP funding requests and lender's counsel's correspondence re the need to resolve with overall case resolution and need for call (.3). | 0.30 | 915.00 | \$274.50 |
| 05/06/13 | JNP | Conference with J. Boelter, T. Labuda, Ira D. Kharasch and Shirley S. Cho regarding Credit Suisse reluctance to finance.   | 0.50 | 850.00 | \$425.00 |
| 05/06/13 | JNP | Conference with Ira D. Kharasch (2x) regarding Credit Suisse reluctance of finance.  | 0.30 | 850.00 | \$255.00 |
| 05/06/13 | SSC | Analysis re DIP correspondence from Sidley.  | 0.10 | 695.00 | \$69.50  |



**Invoice number 102838**

75293 00002

**Page 8**

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|----------|-----|---|------|--------|------------|
| 05/06/13 | SSC | Correspond with Pomerantz re budget.  | 0.10 | 695.00 | \$69.50    |
| 05/06/13 | SSC | Correspond with Pomerantz re DIP correspondence.  | 0.10 | 695.00 | \$69.50    |
| 05/06/13 | SSC | Telephone conference with Sidley re DIP draw issues.  | 0.40 | 695.00 | \$278.00   |
| 05/06/13 | SSC | Telephone conference with K. Matson re DIP status.  | 0.10 | 695.00 | \$69.50    |
| 05/06/13 | SSC | Analysis re DIP Order, status and revisions.  | 0.40 | 695.00 | \$278.00   |
| 05/06/13 | IDK | Office conference with J. Pomerantz re general issues, including lender's threat not to fund certain expenses, potential chapter 7, structured dismissal and consider.  | 0.30 | 915.00 | \$274.50   |
| 05/06/13 | IDK | E-mails with debtor's counsel re problems with lender on funding budget, including e-mails from lender re same and need for call today re same (.3); Attend conference call with debtor, others re same and next steps and how to resolve (.4); Office conference with J. Pomerantz re same (.1); E-mails with attorneys re funding of carve-out issues and professional fees (.1).   | 0.90 | 915.00 | \$823.50   |
| 05/06/13 | IDK | E-mails with debtor's counsel re extensive correspondence between Alvarez and lender re disputes over funding and consider litigation issues re same.   | 0.20 | 915.00 | \$183.00   |
| 05/07/13 | JNP | Conference with Sidley, Ira D. Kharasch regarding sources and uses.   | 0.30 | 850.00 | \$255.00   |
| 05/07/13 | JNP | Conference with Sidley, Ira D. Kharasch regarding continued funding of DIP and discussions with credit Suisse.  | 0.40 | 850.00 | \$340.00   |
| 05/07/13 | JNP | Conference with D. Odonnel and Ira D. Kharasch regarding continued funding and disposition of case.   | 0.30 | 850.00 | \$255.00   |
| 05/07/13 | SSC | Telephone conference with Sidley re DIP status.   | 0.40 | 695.00 | \$278.00   |
| 05/07/13 | SSC | Review correspondence from Sidley and Milbank re DIP status.  | 0.40 | 695.00 | \$278.00   |
| 05/07/13 | SSC | Telephone conference with Milbank re DIP status.  | 0.40 | 695.00 | \$278.00   |
| 05/07/13 | SSC | Meet and confer with I. Kharasch re DIP.  | 0.20 | 695.00 | \$139.00   |
| 05/07/13 | SSC | Telephone conference with Sidley re sources and uses.   | 0.40 | 695.00 | \$278.00   |
| 05/07/13 | IDK | E-mails with Debtor re correspondence between Alvarez and Lender re disputes on lender's refusal to pay budget (.3); Telephone conference with J. Pomerantz re same and how to communicate with lender re same and need for call with Debtor (.2); E-mails with Debtor and J. Pomerantz re coordination of call (.1); Attend calls with debtor and then with lender re same on DIP and sale proceeds and waterfall issues (.9); Office conference with S. Cho re same (.1). | 1.60 | 915.00 | \$1,464.00 |
| 05/07/13 | IDK | E-mails with debtor re Alvarez lists of amounts to be paid by DIP and sale proceeds (.3); Office conference with J. Pomerantz re same and need for further call (.2); Attend call with Debtor and J. Pomerantz re same (.3); E-mails with debtor re waterfall list of sources and uses of cash (.2).  | 1.00 | 915.00 | \$915.00   |
| 05/08/13 | IDK | E-mails with debtor re its draft stipulation re approving sale proceeds distribution and remaining availability under DIP and review same (.3); Telephone conferences and e-mails with J. Pomerantz re same and problems in same (.2); E-mails with debtor and J. Pomerantz re our concern on same stipulation and coordinate calls for tomorrow (.2).  | 0.70 | 915.00 | \$640.50   |
| 05/09/13 | IDK | E-mails with debtor re coordination of calls today with and   | 2.00 | 915.00 | \$1,830.00 |

Invoice number 102838

75293 00002

Page 9

|          |     |   |      |        |            |
|----------|-----|---|------|--------|------------|
|          |     | without lender re stipulation issues and DIP (.2); Telephone conference with debtor re same and Waterton inventory number and lender disputes structured dismissal issues (.7); Telephone conference with J. Pomerantz re result of call (.1); Attend conference call with lender and debtor re stipulation issues, structured dismissal issues, GVC trust fund and inventory shortfall (.8); E-mails with J. Pomerantz re Berman and ABC re structured dismissal (.2). |      |        |            |
| 05/09/13 | IDK | Telephone conference with debtor, others re how to deal with lender's new issues re threats on DIP and timing of stipulation for sale.  | 0.40 | 915.00 | \$366.00   |
| 05/10/13 | IDK | E-mails and telephone conferences with J. Pomerantz today and tomorrow re result of calls today with lender and debtor over disputes on stipulation re sale proceeds and DIP and result of calls with lender (.5); E-mails with BDO and others re its cash forecast and case status (.2).   | 0.70 | 915.00 | \$640.50   |
| 05/13/13 | IDK | E-mails with Debtor's counsel from last night re lender's proposed changes to stipulation re funding full DIP, including review and consider same changes and problems re our waiver of claims (.3); E-mails with debtor, J. Pomerantz re need for conference call re same and coordinate (.1).   | 0.40 | 915.00 | \$366.00   |
| 05/14/13 | IDK | E-mails with debtor's counsel re need for backup on numbers to determine administrative claims, and review same, and update from debtor on lender DIP funding.  | 0.30 | 915.00 | \$274.50   |
| 05/15/13 | IDK | Office conference with J. Pomerantz re issues on dispute with lender over its funding obligations and related sale issues and consider (.4); E-mails and telephone conference with lender re need for call re same (.1); Office conference and e-mails with J. Pomerantz and lender counsel and then debtor counsel re lender's new demand for committee to waive arguments under DIP re lender obligations to fund committee settlement (.6).                          | 1.10 | 915.00 | \$1,006.50 |
| 05/15/13 | IDK | Office and telephone conferences with J. Pomerantz and then with lender counsel re lender's view of arguments under DIP not to pay General Unsecured Creditor fund with cash and our review of same and sale order (.3).  | 0.30 | 915.00 | \$274.50   |
| 05/15/13 | IDK | E-mails with debtor, others re San Juan Drilling position on DIP re post-petition unpaid bills and its lien.  | 0.20 | 915.00 | \$183.00   |
| 05/16/13 | JNP | Multiple conversations with Ira D. Kharasch regarding financing stipulation, negotiations and related issues.   | 1.00 | 850.00 | \$850.00   |
| 05/16/13 | JNP | Multiple conversations with T. Labuda, D. Odonnel regarding stipulation for further financing.  | 0.80 | 850.00 | \$680.00   |
| 05/16/13 | JNP | Review and revise and circulate revised version of stipulation.   | 0.20 | 850.00 | \$170.00   |
| 05/16/13 | SSC | Meet and confer with I. Kharasch re DIP status.   | 0.20 | 695.00 | \$139.00   |
| 05/16/13 | SSC | Telephone conferences w. I. Kharasch re DIP stipulation.  | 0.30 | 695.00 | \$208.50   |
| 05/16/13 | SSC | Telephone conference with I. Kharasch and J. Chub re DIP stipulation.   | 0.10 | 695.00 | \$69.50    |
| 05/16/13 | SSC | Telephone conference with court clerk re DIP stipulation.   | 0.10 | 695.00 | \$69.50    |
| 05/16/13 | SSC | Telephone conference with Goolsby re opposition to stipulation.   | 0.10 | 695.00 | \$69.50    |

Invoice number 102838

75293 00002

Page 10

|          |     |   |      |        |            |
|----------|-----|---|------|--------|------------|
| 05/16/13 | SSC | Analysis re stipulation filed and correspondence from D. O'Donnel re same.  | 0.30 | 695.00 | \$208.50   |
| 05/16/13 | IDK | E-mails with debtor counsel and others re its new stipulation with lender on altering DIP order re funding without Committee or party and review same (.3); Telephone conference with J. Pomerantz re same and problem with stipulation (.2); E-mails with debtor counsel and J. Pomerantz re same and need for call (.1); Telephone conference with debtor counsel and J. Pomerantz re our issues and desired revisions and potential objections (.3); Telephone conference with J. Pomerantz re result of call and his revisions re stipulation and my feedback (.2); Extensive e-mails and telephone conferences separately with both debtor's counsel and lender counsel re their feedback to our revisions, our rejection of just accepting an e-mail reservation of rights, including review of debtor's proposed order on stipulation (1.1). | 2.20 | 915.00 | \$2,013.00 |
| 05/16/13 | IDK | E-mail with BDO re its concerns on stipulation with debtor and lender.  | 0.10 | 915.00 | \$91.50    |
| 05/16/13 | IDK | Review debtor's stipulation filed with court (.1); Telephone conference with J. Pomerantz re same and need to inform Committee re status and nature of our objection to file, including review of summary to Committee (.3); Telephone conferences and e-mails with S. Cho and local counsel re need to contact court clerk, and contact clerk re our upcoming opposition (.2); E-mails with S. Cho re need for documents for our opposition (.1); Telephone conference and e-mails with debtor counsel re our decision to object and whether debtor informed the court of our issues (.2); Arrange travel for court hearing tomorrow re dispute (.2).  | 1.10 | 915.00 | \$1,006.50 |
| 05/16/13 | IDK | Begin preparation of Committee objection to stipulation between debtor and lender on sale proceeds and DIP draw (1.3); E-mails and telephone conferences with debtor's local counsel re coordination of hearing with Calendar Clerk (.3); E-mails with lender re its settlement offer preserving our rights against lender and need to work out other points with debtor, including my feedback (.3).   | 1.90 | 915.00 | \$1,738.50 |
| 05/16/13 | IDK | Telephone conferences and e-mails with debtor's counsel re potential settlement with lender re our objection and how to settle other points, including review of debtor's revisions (.3); E-mails with lender and debtor re same and its feedback (.1); Telephone conferences with debtor's local counsel and court calendar clerk re settlement (.2); E-mails with debtor re finalization of stipulation (.1); E-mails with S. Cho re same (.1); E-mails with Committee and J. Pomerantz re same before and after resolution (.1); Review order re same (.1).  | 1.00 | 915.00 | \$915.00   |
| 05/20/13 | JNP | Conference with T. Labuda regarding DIP issues and related.   | 0.10 | 850.00 | \$85.00    |
| 05/22/13 | SSC | Review order and CS stipulation.  | 0.20 | 695.00 | \$139.00   |
| 05/29/13 | IDK | E-mails with attorneys re Canadian DIP facility.  | 0.20 | 915.00 | \$183.00   |

Task Code Total

25.10

\$21,767.00

Invoice number 102838

75293 00002

Page 11

**General Creditors Comm. [B150]**

|                        |     |  |             |        |                   |
|------------------------|-----|--|-------------|--------|-------------------|
| 05/06/13               | IDK | E-mails with BDO, others re BDO draft report to Committee re cash forecast and review same.  | 0.30        | 915.00 | \$274.50          |
| 05/13/13               | IDK | E-mails with attorneys re need to coordinate call with Committee.  | 0.20        | 915.00 | \$183.00          |
| 05/13/13               | JNP | Emails regarding committee call.   | 0.10        | 850.00 | \$85.00           |
| 05/13/13               | SSC | Correspond with Committee re call needed.  | 0.10        | 695.00 | \$69.50           |
| 05/14/13               | IDK | E-mails with Committee, others re coordinate urgent meeting for later today (.3); Attend conference call with committee re status and dispute with lenders on stipulation re DIP funding and sale procedures (.7); Office conference with J. Pomerantz re same (.1). | 1.10        | 915.00 | \$1,006.50        |
| 05/14/13               | JNP | Participate in Committee call.   | 0.70        | 850.00 | \$595.00          |
| 05/14/13               | JNP | Prepare outline for Committee call presentation.   | 1.00        | 850.00 | \$850.00          |
| 05/14/13               | JNP | Conference with Ira D. Kharasch Committee call.  | 0.20        | 850.00 | \$170.00          |
| 05/14/13               | JNP | Conference with Shirley S. Cho regarding Committee call.   | 0.10        | 850.00 | \$85.00           |
| 05/14/13               | SSC | Correspond with Committee members re Committee call.   | 0.20        | 695.00 | \$139.00          |
| 05/20/13               | JNP | Email to Committee regarding sale closing.   | 0.10        | 850.00 | \$85.00           |
| <b>Task Code Total</b> |     |  | <b>4.10</b> |        | <b>\$3,542.50</b> |

**Hearing**

|                        |     |   |             |        |                   |
|------------------------|-----|---|-------------|--------|-------------------|
| 05/01/13               | PJJ | Update 5/2 sale hearing binder.                               | 0.30        | 295.00 | \$88.50           |
| 05/01/13               | SSC | Correspond with P. Jeffries re sale hearing items.            | 0.10        | 695.00 | \$69.50           |
| 05/01/13               | SSC | Correspond with J. Pomerantz re hearing.                      | 0.10        | 695.00 | \$69.50           |
| 05/02/13               | IDK | Attend omnibus hearing telephonically (1.0).                  | 1.00        | 915.00 | \$915.00          |
| 05/02/13               | SSC | Correspond with G. Goolsby re hearing.                        | 0.10        | 695.00 | \$69.50           |
| 05/02/13               | SSC | Review correspondence with Sidley re sale hearing.            | 0.10        | 695.00 | \$69.50           |
| 05/02/13               | SSC | Telephone conference with J. Pomerantz re hearing.            | 0.10        | 695.00 | \$69.50           |
| 05/02/13               | SSC | Telephone conference with G. Goolsby re hearing.              | 0.20        | 695.00 | \$139.00          |
| 05/02/13               | SSC | Attend portions of hearing telephonically.                    | 0.60        | 695.00 | \$417.00          |
| 05/03/13               | SSC | Attend hearing telephonically.                                | 1.00        | 695.00 | \$695.00          |
| 05/03/13               | SSC | Update Committee after hearing.                               | 0.20        | 695.00 | \$139.00          |
| 05/29/13               | SSC | Correspond with I. Kharasch and G. Goolsby re 6/6 re hearing. | 0.10        | 695.00 | \$69.50           |
| <b>Task Code Total</b> |     |   | <b>3.90</b> |        | <b>\$2,810.50</b> |

**Travel**

|          |     |   |      |        |            |
|----------|-----|---|------|--------|------------|
| 05/02/13 | JNP | Travel to Las Vegas and participate in sale hearing. (billed at 1/2 rate) | 7.00 | 425.00 | \$2,975.00 |
| 05/03/13 | JNP | Return to Los Angeles. (billed at 1/2 rate)                               | 3.00 | 425.00 | \$1,275.00 |

Invoice number 102838

75293 00002

Page 12

|                 |       |            |
|-----------------|-------|------------|
| Task Code Total | 10.00 | \$4,250.00 |
|-----------------|-------|------------|

|                              |       |             |
|------------------------------|-------|-------------|
| Total professional services: | 97.10 | \$74,771.00 |
|------------------------------|-------|-------------|

**Costs Advanced:**

|            |     |   |            |
|------------|-----|---|------------|
| 03/12/2013 | RE2 | SCAN/COPY ( 34 @0.10 PER PG)  | \$3.40     |
| 04/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30     |
| 04/02/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)   | \$0.10     |
| 04/02/2013 | RE2 | SCAN/COPY ( 4 @0.10 PER PG)   | \$0.40     |
| 04/02/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30     |
| 04/02/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$4.24     |
| 04/05/2013 | AF  | Air Fare [E110] Delta Airlines - La Vegas/Atlanta Hartsfield -<br>IDK | \$407.35   |
| 04/08/2013 | RE2 | Reproduction Scan Copy (4 @.0.10 PER PG)                              | \$0.40     |
| 04/09/2013 | AF  | Air Fare [E110] US Airways PA to LAX (JNP)                            | \$788.90   |
| 04/09/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$2.11     |
| 04/09/2013 | RE2 | Reproduction Scan Copy (3 @.0.10 PER PG)                              | \$0.30     |
| 04/09/2013 | TE  | Travel Expense [E110] Travel agent fee (JNP)                          | \$25.00    |
| 04/09/2013 | TE  | Travel Expense [E110] Amtrak DC to NY (JNP)                           | \$229.00   |
| 04/11/2013 | RE2 | Reproduction Scan Copy (4 @.0.10 PER PG)                              | \$0.40     |
| 04/17/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$4.20     |
| 04/18/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$4.35     |
| 04/22/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$3.94     |
| 04/22/2013 | TE  | Travel Expense [E110] Travel agent fee (JNP)                          | \$100.00   |
| 04/24/2013 | HT  | Hotel Expense [E110] (JNP)  | \$962.37   |
| 04/24/2013 | TE  | Travel Expense [E110] Travel agent fee (JNP)                          | \$50.00    |
| 04/25/2013 | AF  | Air Fare [E110] American Airlines JFK to LA (JNP)                     | \$2,706.90 |
| 04/25/2013 | TE  | Travel Expense [E110] Travel agent fee (JNP)                          | \$50.00    |
| 04/28/2013 | CC  | Conference Call [E105] AT&T Conference calls (IDK)                    | \$0.70     |
| 04/28/2013 | CC  | Conference Call [E105] AT&T Conference calls (IDK)                    | \$0.03     |
| 04/28/2013 | CC  | Conference Call [E105] AT&T Conference calls (SSC)                    | \$5.19     |
| 05/01/2013 | IF  | Incoming Faxes [E104]   | \$28.20    |
| 05/01/2013 | RE  | ( 1070 @0.20 PER PG)  | \$214.00   |
| 05/01/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)   | \$0.10     |
| 05/01/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)   | \$0.10     |
| 05/01/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)   | \$0.10     |
| 05/01/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)   | \$0.10     |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20     |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20     |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20     |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20     |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20     |

**Invoice number 102838**

75293 00002

**Page 13**

|            |     |                               |         |
|------------|-----|-------------------------------|---------|
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20  |
| 05/01/2013 | RE2 | SCAN/COPY ( 2 @0.10 PER PG)   | \$0.20  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)   | \$0.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 4 @0.10 PER PG)   | \$0.40  |
| 05/01/2013 | RE2 | SCAN/COPY ( 5 @0.10 PER PG)   | \$0.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 5 @0.10 PER PG)   | \$0.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 5 @0.10 PER PG)   | \$0.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 5 @0.10 PER PG)   | \$0.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 5 @0.10 PER PG)   | \$0.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 6 @0.10 PER PG)   | \$0.60  |
| 05/01/2013 | RE2 | SCAN/COPY ( 7 @0.10 PER PG)   | \$0.70  |
| 05/01/2013 | RE2 | SCAN/COPY ( 7 @0.10 PER PG)   | \$0.70  |
| 05/01/2013 | RE2 | SCAN/COPY ( 8 @0.10 PER PG)   | \$0.80  |
| 05/01/2013 | RE2 | SCAN/COPY ( 12 @0.10 PER PG)  | \$1.20  |
| 05/01/2013 | RE2 | SCAN/COPY ( 12 @0.10 PER PG)  | \$1.20  |
| 05/01/2013 | RE2 | SCAN/COPY ( 13 @0.10 PER PG)  | \$1.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 13 @0.10 PER PG)  | \$1.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 13 @0.10 PER PG)  | \$1.30  |
| 05/01/2013 | RE2 | SCAN/COPY ( 15 @0.10 PER PG)  | \$1.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 15 @0.10 PER PG)  | \$1.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 15 @0.10 PER PG)  | \$1.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 15 @0.10 PER PG)  | \$1.50  |
| 05/01/2013 | RE2 | SCAN/COPY ( 17 @0.10 PER PG)  | \$1.70  |
| 05/01/2013 | RE2 | SCAN/COPY ( 19 @0.10 PER PG)  | \$1.90  |
| 05/01/2013 | RE2 | SCAN/COPY ( 19 @0.10 PER PG)  | \$1.90  |
| 05/01/2013 | RE2 | SCAN/COPY ( 26 @0.10 PER PG)  | \$2.60  |
| 05/01/2013 | RE2 | SCAN/COPY ( 34 @0.10 PER PG)  | \$3.40  |
| 05/01/2013 | RE2 | SCAN/COPY ( 38 @0.10 PER PG)  | \$3.80  |
| 05/01/2013 | RE2 | SCAN/COPY ( 92 @0.10 PER PG)  | \$9.20  |
| 05/01/2013 | RE2 | SCAN/COPY ( 108 @0.10 PER PG) | \$10.80 |
| 05/01/2013 | RE2 | SCAN/COPY ( 127 @0.10 PER PG) | \$12.70 |
| 05/01/2013 | RE2 | SCAN/COPY ( 129 @0.10 PER PG) | \$12.90 |
| 05/01/2013 | RE2 | SCAN/COPY ( 129 @0.10 PER PG) | \$12.90 |
| 05/01/2013 | RE2 | SCAN/COPY ( 136 @0.10 PER PG) | \$13.60 |
| 05/02/2013 | RE2 | SCAN/COPY ( 9 @0.10 PER PG)   | \$0.90  |
| 05/02/2013 | RE2 | SCAN/COPY ( 129 @0.10 PER PG) | \$12.90 |

**Invoice number 102838**

75293 00002

**Page 14**

|            |     |                              |         |
|------------|-----|------------------------------|---------|
| 05/09/2013 | RE2 | SCAN/COPY ( 4 @0.10 PER PG)  | \$0.40  |
| 05/14/2013 | RE2 | SCAN/COPY ( 69 @0.10 PER PG) | \$6.90  |
| 05/15/2013 | RE2 | SCAN/COPY ( 77 @0.10 PER PG) | \$7.70  |
| 05/16/2013 | RE  | ( 174 @0.20 PER PG)          | \$34.80 |
| 05/16/2013 | RE2 | SCAN/COPY ( 58 @0.10 PER PG) | \$5.80  |
| 05/16/2013 | RE2 | SCAN/COPY ( 1 @0.10 PER PG)  | \$0.10  |
| 05/16/2013 | RE2 | SCAN/COPY ( 55 @0.10 PER PG) | \$5.50  |
| 05/16/2013 | RE2 | SCAN/COPY ( 7 @0.10 PER PG)  | \$0.70  |
| 05/16/2013 | RE2 | SCAN/COPY ( 30 @0.10 PER PG) | \$3.00  |
| 05/16/2013 | RE2 | SCAN/COPY ( 90 @0.10 PER PG) | \$9.00  |
| 05/28/2013 | RE2 | SCAN/COPY ( 3 @0.10 PER PG)  | \$0.30  |
| 05/29/2013 | RE2 | SCAN/COPY ( 84 @0.10 PER PG) | \$8.40  |
| 05/31/2013 | PAC | Pacer - Court Research       | \$55.70 |

Total Expenses:

**\$5,853.78****Summary:**

Total professional services \$74,771.00

Total expenses \$5,853.78

**Net current charges** \$80,624.78

Net balance forward \$412,184.40

**Total balance now due** \$492,809.18

|     |                       |              |        |                    |
|-----|-----------------------|--------------|--------|--------------------|
| IDK | Kharasch, Ira D.      | 36.60        | 915.00 | \$33,489.00        |
| JMF | Fried, Joshua M.      | 0.40         | 695.00 | \$278.00           |
| JNP | Pomerantz, Jeffrey N. | 10.00        | 425.00 | \$4,250.00         |
| JNP | Pomerantz, Jeffrey N. | 25.90        | 850.00 | \$22,015.00        |
| PJJ | Jeffries, Patricia J. | 5.20         | 295.00 | \$1,534.00         |
| SSC | Cho, Shirley S.       | 19.00        | 695.00 | \$13,205.00        |
|     |                       | <u>97.10</u> |        | <u>\$74,771.00</u> |



Invoice number 102838

75293 00002

Page 15

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**Task Code Summary**

|     |                                | <b>Hours</b> | <b>Amount</b>     |
|-----|--------------------------------|--------------|-------------------|
| AD  | Asset Disposition [B130]       | 33.80        | \$29,053.00       |
| BL  | Bankruptcy Litigation [L430]   | 2.40         | \$2,152.00        |
| CA  | Case Administration [B110]     | 0.80         | \$467.00          |
| CO  | Claims Admin/Objections[B310]  | 5.20         | \$4,059.00        |
| CP  | Compensation Prof. [B160]      | 8.30         | \$4,043.50        |
| CPO | Comp. of Prof./Others          | 2.10         | \$1,459.50        |
| EC  | Executory Contracts [B185]     | 1.20         | \$1,006.00        |
| FF  | Financial Filings [B110]       | 0.20         | \$161.00          |
| FN  | Financing [B230]               | 25.10        | \$21,767.00       |
| GC  | General Creditors Comm. [B150] | 4.10         | \$3,542.50        |
| HE  | Hearing                        | 3.90         | \$2,810.50        |
| TR  | Travel                         | 10.00        | \$4,250.00        |
|     |                                | <hr/> 97.10  | <hr/> \$74,771.00 |

**Expense Code Summary**

|                             |                  |
|-----------------------------|------------------|
| Air Fare [E110]             | \$3,903.15       |
| Conference Call [E105]      | \$24.76          |
| Hotel Expense [E110]        | \$962.37         |
| Incoming Faxes [E104]       | \$28.20          |
| Pacer - Court Research      | \$55.70          |
| Reproduction Expense [E101] | \$248.80         |
| Reproduction/ Scan Copy     | \$176.80         |
| Travel Expense [E110]       | \$454.00         |
|                             | <hr/> \$5,853.78 |